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Fax

## Notice of Change of Interests of Substantial Holder (Form 604)

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From Tony Damian 9 July 2015  
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Pages 7 (Including this cover page)

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To Market Announcements Office Rutila Resources Limited  
Australian Securities Exchange  
Fax 1300 135 638 Fax (02) 9259 4499

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We act for The Todd Corporation Limited. Please find attached a Notice of Change of Interests of Substantial Holder (Form 604) in relation to Rutila Resources Limited.

Yours sincerely

**Tony Damian**  
Partner  
Herbert Smith Freehills

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**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Rutla Resources Limited (Rutla)

ACN/ARSN 139 886 187

**1. Details of substantial holder (1)**

Name The Todd Corporation Limited and its subsidiaries as listed in Annexure A (Subsidiaries), (together, Todd Group)  
ACN/ARSN (if applicable) New Zealand company number 3491

There was a change in the interests of the substantial holder on 08/07/2015

The previous notice was given to the company on 06/07/2015

The previous notice was dated 06/07/2015

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	102,363,501	84.31% based on 121,410,197 ordinary shares on issue in Rutla	104,614,767	86.17% based on 121,410,197 ordinary shares on issue in Rutla

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
06/07/2015 - 08/07/2015	TIO (NZ) Limited (TIO NZ)	Change in relevant interest as a result of acceptances of offers dated 10 June 2015 made under TIO NZ's takeover bid for all the ordinary shares in Rutla it does not already own on the terms and conditions set out in TIO NZ's bidder's statement dated 4 June 2015 (Offer)	A\$0.30 for each ordinary Rutla share, subject to the terms and conditions of the Offer	2,251,266	2,251,266
08/07/2015 - 08/07/2015	Todd Group (other than TIO NZ)	Relevant interest in the shares referred to in the above row arising under subsection 608(3)(a) and/or 608(3)(b) of the Corporations Act 2001 (Oth)	Nil	2,251,266	2,251,266

## 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
TIO NZ	TIO NZ	TIO NZ	Relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of being the registered holder of the securities.	55,944,863 ordinary shares	55,944,863
	Nyco Pty, Limited (as trustee for the N.A. Curtis Superannuation Fund)	Nyco Pty, Limited (as trustee for the N.A. Curtis Superannuation Fund)	Relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of entering into a relevant agreement with Nyco Pty, Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015).	20,483,500 ordinary shares	20,483,500
	Nyco Custodian Pty Ltd	Nyco Pty, Limited (as trustee for the N.A. Curtis Superannuation Fund)	Relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of entering into a relevant agreement with Nyco Pty, Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015).	7,766,500 ordinary shares	7,766,500
TIO NZ			Relevant interest under subsection 608(1) and/or 608(6) of the <i>Corporations Act 2001</i> (Cth) pursuant to acceptances of the Offer. The shares which are the subject of the acceptances have not yet been transferred into the name of TIO NZ.	20,419,904 ordinary shares	20,419,904
			The power of TIO NZ to vote or dispose of the shares that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and it is not presently registered as the holder of the shares.		
TIO NZ			Relevant interest under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest through TIO NZ in which (1) the voting power of the Todd Group is above 20% and (2) which the Todd Group controls.	55,944,863 ordinary shares	55,944,863
Todd Group (other than TIO NZ)			TIO NZ has a relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of TIO NZ entering into a relevant agreement with Nyco Pty, Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015).	20,483,500 ordinary shares	20,483,500
	Nyco Pty, Limited (as trustee for the N.A. Curtis Superannuation Fund)	Nyco Pty, Limited (as trustee for the N.A. Curtis Superannuation Fund)	Todd Group's relevant interest arises under subsection 608(3)(e) and/or 608(3)(f) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest through TIO NZ in which (1) the voting power of the Todd Group is above 20% and (2) which the Todd Group controls.	20,483,500 ordinary shares	20,483,500

	Nyco Custodian Pty Ltd	Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund)	TIO NZ has a relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of TIO NZ entering into a relevant agreement with Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 804 dated 13.05.2015).  Todd Group's relevant interest arises under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest through TIO NZ in which (1) the voting power of the Todd Group is above 20% and (2) which the Todd Group controls.	7,766,500 ordinary shares	7,766,500
	Rutia shareholders to whom the Offer was made and who have accepted the Offer	TIO NZ, subject to the Offer becoming unconditional	Relevant interest under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2001</i> (Cth). The relevant interest arises through acceptances of the Offer.  The power of the Todd Group (other than TIO NZ) to vote or dispose of the shares that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and TIO NZ is not presently registered as the holder of the shares, and neither TIO NZ nor any entity in the Todd Group (other than TIO NZ) are entitled to be registered as the holder the shares.	20,419,904 ordinary shares	20,419,904

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**6. Addresses**

The addresses of persons named in this form are as follows:

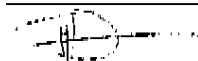
Name	Address
Todd Group	Level 16 The Todd Building, 95 Customhouse Quay, Wellington, 6011, New Zealand

**Signature**

print name Tony Damlan

capacity Authorised signatory

sign here



date 09/07/2015

This is Annexure A of 3 pages referred to in Form 604 (Notice of change of interests of substantial holder)

Signature: 

Name: Tony Damian, Authorised signatory

Date: 9 July 2015

**Subsidiaries of The Todd Corporation Limited**

Ara New Zealand Limited Thursday Plantation Properties Pty Limited

Ara Vineyards Limited TII Management Limited

Ara Wines Limited Titanium Park Development Limited

Ara Wines USA Limited Todd Bros. Limited

Ara Wines USA LLC Todd Capital Limited

Balla One (Investments) Pty Limited Todd Carbon Limited

Balla Two (Mining) Pty Limited Todd Central Limited

CM Platform Limited Todd Energy Canada Limited

Courtenay Nominees Limited Todd Energy Limited

Eagle Pharmaceutical Pty Limited Todd Energy International Pty Limited

Crest Energy Limited Todd Energy International Limited

Crest Energy Kaipara Limited Todd Exploration Limited

Crest Energy Kaipara Limited Todd Family Office Limited

Greenridge (Toowoomba) Pty Limited Todd Industries Limited

Greenridge Botanicals (Australia) Pty Limited Todd International Investments Limited

GXL Royalties Limited Todd Land Holdings Limited

Health Distributors Australia Pty Limited Todd LC Holdings Limited

Herlot Nominees Limited Todd LHS Limited

Hydroco Limited Todd Maari Limited

Integria Healthcare (Australia) Pty Limited Todd Management Services Limited

Integria Healthcare (Ballina) Pty Limited	Todd Minerals Limited
Integria Healthcare (New Zealand) Limited	Todd Minerals & Coal Pty Limited
Integria Healthcare (US) Inc	Todd Offshore Limited
Integria Healthcare (Warwick) Pty Limited	Todd Oil & Gas Holdings Limited
Integria Healthcare Limited	Todd Petroleum Australia Limited
Kapiti Coast Airport Holdings Limited	Todd Petroleum Mining Company Limited
KCE Generation Limited	Todd Pohokura Limited
KCE Mangahao Limited	Todd Property Albany Development Limited
KCE Retail Limited	Todd Property Flat Bush Limited
King Country Energy Limited	Todd Property Group Limited
Life - Span Australia Pty Limited	Todd Property Napier Hill Limited
Life - Span Health Supplies Limited	Todd Property Pegasus Town Limited
LLD Limited	Todd Property Pegasus Development Limited
Long Bay Communities Limited	Todd Property Pegasus Town Services Limited
Long Bay Farming Limited	Todd Property Stonefields Apartments Limited
Malborough Wine Group Limited	Todd Property Albany Development Limited
Marokopa Drilling Limited	Todd Property USA Limited
Medlherb Pty Limited	Todd Property LLC
Medlherb SA	Paragon Pacific LLC
Natures Remedy Australia Pty Limited	Todd Property Kansas City LLC
Ngunguru Coastal Holdings Limited	Bay Area Revitalization Associates LLC
Ngunguru Coastal Investments Limited	Todd Services Limited
Nova Energy Limited	Todd Shipping Limited
NutrImedicine Pty Limited	Todd Sisson (NZ) Limited
OK Pharmaceuticals Limited	Todd Sisson General Partnership

Okura Holdings Limited	Todd Sisson Limited Partnership
Phyto Pharmaceuticals Pty Limited	Todd Tasman Oil Limited
Phytomedicine Pty Limited	Todd Technologies Limited
QLD Life-Span Therapeutic Supplies Pty Limited	Todd TH Limited
Red 8 Limited	Todd Winegrowers Limited
SLM General Partnership	Todd Wireless Limited
SLM Limited Partnership	TIO (NZ) Limited
Stonefields Communities Limited	TSL Methanol Limited
Stonefields Development Limited	TSL Methanol LLC
Altera Apartments Limited Partnership	TTI (NZ) Limited
Ilico Apartments Limited Partnership	TUV Holdings Limited
Tall Oaks Holdings Limited	TUV Limited
Thompson Nutrition Australia Pty Limited	Viking Holdings Limited
Thursday Plantation Inc	Viking Investments Limited
Thursday Plantation Inc (UK)	Viking Mining Company Limited
Thursday Plantation Laboratories Pty Limited	Wineco Limited
NEL Farms Limited	Winegrowers of Ara Limited
TC Farms Group Limited	Todd Mangahewa Farm Limited
TEC (New Zealand) Limited	Heriot Trustees Limited
Todd Property Huapai Development Limited	PIO Mines Pty Ltd